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OF COUNSEL
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

June 4, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27448-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 42 railcars within the series UCSX 1014 - UCSX 1086 (previously with CSXT, IC, LN and SBD reporting marks) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclos

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

1. A Memorandum of Security Agreement, dated April 3, 2008, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on April 4, 2008 and given recordation number 27448-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

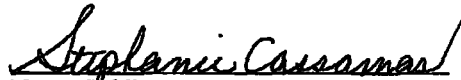
INFINITY RAIL, LLC

By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

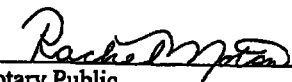
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Rossi
Title: Senior Director

State of Illinois)
) ss:
County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public
My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Original Mark	Original Number	Original Mark
International Paper	7/1/1988	Woodchip Hopper	CSXT	433109	UCSX	1074	K347
International Paper	7/1/1988	Woodchip Hopper	CSXT	433137	UCSX	1071	K347
International Paper	7/1/1988	Woodchip Hopper	IC	870020	UCSX	1080	K240
International Paper	7/1/1988	Woodchip Hopper	IC	870050	UCSX	1081	K240
International Paper	7/1/1988	Woodchip Hopper	IC	870051	UCSX	1082	K240
International Paper	7/1/1988	Woodchip Hopper	IC	870122	UCSX	1083	K240
International Paper	7/1/1988	Woodchip Hopper	IC	870123	UCSX	1084	K240
International Paper	7/1/1988	Woodchip Hopper	IC	870162	UCSX	1085	K240
International Paper	7/1/1988	Woodchip Hopper	IC	870195	UCSX	1086	K240
International Paper	7/1/1988	Woodchip Hopper	LN	32004	UCSX	1048	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32007	UCSX	1054	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32016	UCSX	1028	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32032	UCSX	1055	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32048	UCSX	1075	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32049	UCSX	1014	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32052	UCSX	1076	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32059	UCSX	1037	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32070	UCSX	1049	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32076	UCSX	1050	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32079	UCSX	1040	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32080	UCSX	1041	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32083	UCSX	1045	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32086	UCSX	1058	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32088	UCSX	1056	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32093	UCSX	1051	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32096	UCSX	1044	K247
International Paper	7/1/1988	Woodchip Hopper	LN	32104	UCSX	1070	K347
International Paper	7/1/1988	Woodchip Hopper	LN	32105	UCSX	1052	K247
International Paper	7/1/1988	Woodchip Hopper	SBD	432969	UCSX	1079	K247
International Paper	7/1/1988	Woodchip Hopper	SBD	433070	UCSX	1019	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433080	UCSX	1022	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433092	UCSX	1031	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433116	UCSX	1062	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433126	UCSX	1018	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433133	UCSX	1023	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433134	UCSX	1025	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433140	UCSX	1035	K247
International Paper	7/1/1988	Woodchip Hopper	SBD	433149	UCSX	1033	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433151	UCSX	1032	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433162	UCSX	1026	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433168	UCSX	1017	K347
International Paper	7/1/1988	Woodchip Hopper	SBD	433169	UCSX	1063	K347

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/4/09



Robert W. Alvord